

OFFICER'S CERTIFICATE OF RESOLUTIONS

I, William P. Eckman, Executive Vice President, Chief Financial Officer, Treasurer and Secretary of GEO Specialty Chemicals, Inc., an Ohio corporation (the "Company") do hereby certify that: (a) I am the duly elected, qualified and acting Executive Vice President, Chief Financial Officer, Treasurer and Secretary of the Company; (b) the Company is the sole member of GEO Specialty Chemicals Limited, an Ohio limited liability company ("GEO Limited"); (c) the following resolutions were duly adopted by the board of directors of the Company, as of March 15, 2004, in accordance with the requirements of Ohio law; (d) said resolutions have not been amended, modified or rescinded and are in full force and effect as of the date hereof:

"RESOLVED, that the Company and GEO Limited shall each be, and they hereby are, authorized to: (a) file a voluntary petition (the "Petition") for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1330, et. seq. (the "Bankruptcy Code"), in the United States Bankruptcy Court for the District of New Jersey, or such other court as the appropriate officer or officers of the Company shall determine to be appropriate (the "Bankruptcy Court"); (b) if, prior to filing the Petition, circumstances arise making it necessary or convenient, either (i) consent to the entry of an order for relief in an involuntarily commenced chapter 11 case or (ii) consent to the entry of an order for relief and convert an involuntarily commenced chapter 7 case to a case under chapter 11 of the Bankruptcy Code; and (c) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing;

FURTHER RESOLVED, that George P. Ahearn and William P. Eckman (the "Designated Officers") shall be, and each of them, acting alone or together, for the Company for itself and as the sole member of GEO Limited hereby is, authorized, directed and empowered on behalf of and in the name of the Company to, in respect of both the Company and GEO Limited: (a) execute and verify the Petitions, as well as all other ancillary documents, and cause the Petitions to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petitions or ancillary documents as any such Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Designated Officer); (b) execute (i) consents to the entry of orders for relief in an involuntarily commenced chapter 11 case, if any, or (ii) requests for conversion of an involuntarily commenced chapter 7 case, if any, to a case under chapter 11 of the Bankruptcy Code; (c) execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents (including debtor in possession loan agreements) necessary or desirable in connection with the foregoing; and (d) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as any such Designated Officer may approve;


FURTHER RESOLVED, that the Designated Officers of the Company shall be, and each of them hereby is, authorized, directed and empowered to retain, on behalf of the Company itself and, as the sole member of GEO Limited, on behalf of GEO Limited: (a) Thompson Hine LLP, (b) Ravin Greenberg PC, (c) CIBC World Markets Corp, and (d) such additional professionals, including attorneys, accountants, financial and

restructuring advisors, investment bankers, consultants or brokers, in each case as in such officer's or officers' judgment may be necessary in connection with the Company's and GEO Limited's chapter 11 cases and other related matters, on such terms as such officer or officers shall approve;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Designated Officers of the Company, each of such officers or their designees shall be, and each of them, acting alone or together, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company and, as the sole member of GEO Limited, on behalf of GEO Limited, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of the Company in connection with the implementation of these resolutions are hereby in all respects ratified, confirmed and approved in all respects."

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the _____ day of March, 2004.



William P. Eckman, Executive Vice President, Chief
Financial Officer, Treasurer & Secretary